

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|                                 |   |  |
|---------------------------------|---|--|
| In re:                          | ) | Chapter 11                             |
|                                 | ) |  |
| BIG LOTS, INC., <i>et al.</i> , | ) | Case No. 24-11967 (JKS)                |
|                                 | ) |  |
| Debtors. <sup>1</sup>           | ) | (Jointly Administered)                 |
|                                 | ) | Related to Docket Nos. 552, 1391, 3054 |

**THIRD SUPPLEMENTAL DECLARATION OF DARREN AZMAN IN SUPPORT  
OF THE APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF BIG LOTS, INC., *ET AL.*, TO RETAIN AND EMPLOY MCDERMOTT  
WILL & EMERY LLP AS COUNSEL, EFFECTIVE SEPTEMBER 24, 2024**

I, Darren Azman, declare as follows:

1. I am a partner of the firm of McDermott Will & Schulte LLP (“McDermott” or the “Firm”). McDermott maintains offices at, among other places, One Vanderbilt Avenue, New York, New York 10017, and The Brandywine Building, 1000 N. West Street, Suite 1400, Wilmington, Delaware 19801. I am a member in good standing of the Bars of the States of New York and Massachusetts, and I have been admitted to practice in the U.S. Courts of Appeals for the Second and Third Circuits, and the U.S. District Courts for the District of Massachusetts and the Eastern and Southern Districts of New York. There are no disciplinary proceedings pending against me.

---

<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

2. I am familiar with the matters set forth herein and make this declaration in further support of the application [Docket No. 552] (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Big Lots Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), for the approval of the Committee’s retention and employment of McDermott as counsel in connection with the Chapter 11 Cases, effective September 24, 2024.

3. In support of the Application, the Committee filed the *Declaration of Darren Azman in Support of Application of the Official Committee of Unsecured Creditors of Big Lots, Inc., et al., to Retain and Employ McDermott Will & Emery LLP as Counsel, Effective September 24, 2024* [Docket No. 552-2] (the “Initial Declaration”).

4. On December 19, 2024, the Committee filed my first supplemental declaration in support of the Application [Docket No. 1391] (the “First Supplemental Declaration”); and on August 1, 2025, the Committee filed my second supplemental declaration in support of the Application [Docket No. 3054] (the “Second Supplemental Declaration” and, collectively with the Initial Declaration and the First Supplemental Declaration, the “Azman Declarations”).

5. As noted in my Second Supplemental Declaration, on August 1, 2025, McDermott Will & Emery LLP and Schulte Roth & Zabel LLP combined to form McDermott Will & Schulte LLP. This added thousands of clients to the list of those to which McDermott may have duties as a client. McDermott has been diligently working to assimilate the Schulte data into its records.

6. I submit this supplemental declaration (the “Third Supplemental Declaration”) in further support of the Application and to supplement the Azman Declarations. In particular,

---

<sup>2</sup> Capitalized terms that are used but not defined herein shall have the meanings ascribed to such terms in the Application.

through this Declaration I am disclosing the additional connections to parties in interest previously submitted to McDermott's computerized client and conflict database<sup>3</sup> (collectively, the "Searched Parties") that resulted from McDermott's recent merger.

7. Unless otherwise stated, the facts set forth in this Third Supplemental Declaration are based upon my personal knowledge, discussions with other McDermott attorneys, and the Firm's client/matter records that were reviewed by me or other McDermott attorneys acting under my supervision and direction.

#### **Additional Disclosures**

8. To the extent that, due to the Firm's recent merger (and the resulting addition of thousands of new Firm clients), I have been able to ascertain that McDermott, within the three years prior to September 24, 2024 (*i.e.*, the effective date of McDermott's retention by the Committee), represented any of the Searched Parties in matters unrelated to the Chapter 11 Case, such facts are disclosed on **Schedule 1** attached hereto. To the extent that any connection already was disclosed in my prior declarations, it is not repeated herein.

9. If McDermott discovers any new information bearing on its retention or needs to update the information disclosed herein, McDermott will disclose such information by filing a supplemental declaration in accordance with Bankruptcy Rule 2014.

#### **Affirmative Statement of Disinterestedness**

10. Based on the conflicts searches conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) McDermott does not hold or represent any interest adverse to the interest of the Debtors' estates with respect to the matters on which McDermott is to be employed, (b) McDermott is a "disinterested person" within the

---

<sup>3</sup> The parties previously submitted to McDermott's computerized client and conflict database are listed on Schedule 1 to my Initial Declaration.

meaning of Bankruptcy Code section 101(14), (c) McDermott does not represent any other entity having an adverse interest in connection with the Chapter 11 Cases, except as permitted under Bankruptcy Code section 1103(b), and (d) McDermott has no other connection with the Debtors, their creditors, or any other party-in-interest, their respective attorneys and accountants, the Office of the United States Trustee for the District of Delaware, or any person employed in the office of the same, or any judge in the United States Bankruptcy Court for the District of Delaware, except as disclosed or otherwise described herein or in the Azman Declarations.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: August 14, 2025

By: /s/ Darren Azman  
Darren Azman  
Partner  
McDermott Will & Schulte LLP

**SCHEDULE 1**

**Current and Former Clients**

**Current<sup>1</sup> Clients<sup>2</sup>**

| <b>Name of Entity Searched</b>                  | <b>Name of Entity and/or Affiliate of Entity that is a McDermott Client</b>   |
|---|---|
| A2z Real Estate, Inc.                           | Amazon.com, Inc.  |
| Albertson's Inc.; Albertson's LLC               | UFCW International Union-Albertsons Variable Annuity Pension; Cerberus Partners L.P.                                |
| Allianz Global Risks US Ins Co.                 | PIMCO LLC   |
| American International Reinsurance Company Ltd. | First Principles Capital Management, LLC; Clear Spring Life and Annuity Company                                     |
| Aon plc   | Aon Investments USA Inc.  |
| Aspen   | Temasek International (USA) LLC   |
| AXA XL; XL Insurance America Inc.               | AllianceBernstein L.P.  |
| B&E Squared, LLC                                | Holders of Petersen Litigation Claims - Cost Sharing Group; Scoggin Capital Management LLC; Squarepoint Capital LLP |
| Bank of America; Bank of America, N.A           | Alastair and Jeanine Borthwick  |
| Bear Creek Partners I LLC                       | Gates Capital Management  |
| BlackRock, Inc.                                 | Influence Media   |
| Blue Owl Real Estate Capital LLC                | Blue Owl Capital Holdings, LLC; Prosperity Asset Management   |
| Bluegrass Partners LLC                          | Bluegrass Capital Partners LP   |
| Brunswick Limited Partnership                   | Brunswick Group LLC   |
| California Water Service-Livermore              | British Columbia Investment Management Corporation (BCI)  |
| Cambridge Investments, Inc.                     | Tiptree Marine LLC  |
| Clearwater Enterprises LLC                      | Dragoneer Investment Group LLC  |
| C.N.A.  | Andrew H. Tisch   |

<sup>1</sup> The term "current client" means a client to whom time was posted in the 12 months preceding September 24, 2024, the date that the Committee selected McDermott as its proposed counsel.

<sup>2</sup> McDermott may currently represent or have previously represented certain affiliates of the entities disclosed herein, and the disclosure is accordingly broad in scope.

| <b>Name of Entity Searched</b>   | <b>Name of Entity and/or Affiliate of Entity that is a McDermott Client</b>  |
|--|--|
| Constellation NewEnergy; Constellation NewEnergy Gas Div LLC   | JP Morgan Clearing Corp.; Highbridge Capital Management; Ufenau Capital Partners AG  |
| CPM Associates, L.P.   | Crescent Park Management, L.P.   |
| Cuyahoga Investments, LLC  | MacKay Shields LLC   |
| Data 2 Logistics   | Platinum Equity Advisors LLC   |
| Deloitte & Touche LLP; Deloitte Tax LLP  | Stenham Advisors Plc   |
| EPB  | Crestline Management, L.P.   |
| Endurance American Insurance Company (Sompo)   | Golden Gate Capital  |
| FC Robson Properties LLC   | 2717 Partners LP   |
| FMR LLC  | FMR LLC; Fidelity Investments  |
| FXI, Inc.  | Black Diamond Capital Management LLC   |
| Great American Spirit Ins. Company   | B. Riley Financial Inc.  |
| GSA Plaza LLC  | GSA Capital Partners LLP   |
| Guggenheim Securities, LLC   | Guggenheim Securities, LLC; Guggenheim Capital Markets; Group 1001 Specialty Finance, LLC; Clear Spring Life and Annuity Company |
| Henry County Tax Commissioner - McDonough, GA  | Tarsadia Investments LLC   |
| ILF-Cherry Hill, LLC and ALS Cherry Hill, LLC  | British Columbia Investment Management Corporation (BCI)   |
| Indian Nations Fiber Optics  | Temasek International (USA) LLC  |
| JPMCC 2016-JP4 Knights Road LLC  | Highbridge Capital Management  |
| Kimco; Kimco Coral Springs 623 LLC   | Albertsons Companies, Inc.   |
| Kroll Restructuring Administration   | Kroll, LLC   |
| Lloyds of London - Faraday; Lloyds of London - HDI; Lloyds of London - Kiln; Lloyds of London - RB Jones | AXA Investment Managers  |
| Mitsubishi HC Capital America  | MUFG Securities Americas Inc. (a/k/a Mitsubishi UFJ Securities (USA), Inc.)  |

| <b>Name of Entity Searched</b>                       | <b>Name of Entity and/or Affiliate of Entity that is a McDermott Client</b>                                 |
|--|---|
| Nexus Capital Management LP                          | Cerberus Partners L.P.  |
| Northgate Associates LLC                             | Synovus Bank  |
| North Rock Insurance Company Limited (CNA)           | Andrew H. Tisch   |
| Orion KCPM LLC                                       | Blackstone Group  |
| Pacific Resources Associates LLC                     | British Columbia Investment Management Corporation (BCI)  |
| Pennsylvania American Water                          | American Water Works Company, Inc.  |
| People of the State of California                    | Politan Capital Management LP   |
| Peoples/644760                                       | Clean Energy Transition LLP   |
| PPL Electric Utilities/419054                        | Influence Media   |
| PricewaterhouseCoopers LLP                           | PricewaterhouseCoopers (PwC) USA LLC; Veritas Capital   |
| REO Fundit 3 Asset LLC                               | Cerberus Partners L.P.  |
| Rhino Holdings Houma LLC; Rhino Holdings Pueblo, LLC | Wexford Management Corp.  |
| River Oaks Shopping Center LLC                       | British Columbia Investment Management Corporation (BCI)  |
| Safeway Inc.   | UFCW Giant-Safeway Excess Supplemental Benefit Pension Plan; UFCW and Safeway Variable Annuity Pension Plan |
| Sealy Inc.   | Kohlberg Kravis Roberts & Company LP  |
| Shelter Reinsurance                                  | SG Capital Partners   |
| Spire/Birmingham; Spire/St Louis                     | Tower Research Capital LLC  |
| State of California - Sacramento, CA                 | Politan Capital Management LP   |
| State of New York                                    | New York State Supreme Court; Amalgamated Life Insurance Company  |
| Steadfast Insurance Company                          | Steadfast Financial   |
| Summit Properties Partnership                        | Synovus Bank; Bank OZK  |
| Sun Life and Health Insurance Company                | Group 1001 Specialty Finance, LLC   |
| Symmetry Energy Solution LLC                         | Symmetry Investments UK LLP   |



| <b>Name of Entity Searched</b>                           | <b>Name of Entity and/or Affiliate of Entity that is a McDermott Client</b>  |
|--|--|
| The Deerfield Company, Inc.                              | Deerfield Management Company, L.P.   |
| The Vanguard Group, Inc.                                 | Platinum Equity Advisors LLC   |
| Trussville Promenade I Owner, LLC                        | Cerberus Partners L.P.   |
| U.S. Bank National Association; US Bank                  | Viva Capital 3 LP  |
| UBS-Utility Billing Services                             | Puerto Rico Tax-Free Funds   |
| United States of America                                 | United States Department of Defense  |
| Visa - Interchange                                       | Visa Inc.; Entrata, Inc.   |
| Vertex Inc.  | Temasek International (USA) LLC  |
| Virginia American Water Company                          | American Water Works Company, Inc.   |
| Water Service Corp of Kentucky                           | British Columbia Investment Management Corporation (BCI)   |
| Wells Fargo Bank; Wells Fargo Bank, National Association | AIR Asset Management; Bayview Asset Management LLC; Carlisle Management Company; Cerberus Partners L.P.; Cerberus Institutional Real Estate Partners, L.P.; Viva Capital 3 LP; PIMCO LLC; Sixth Street Specialty Lending, Inc. |
| West Virginia American Water Company                     | American Water Works Company, Inc.   |
| Western Virginia Water Authority                         | American Water Works Company, Inc.   |
| WRP Gateway, LLC; WRP Washington Plaza LLC               | Stifel, Nicolaus & Company, Incorporated   |

**Former<sup>1</sup> Clients**

| <b>Name of Entity Searched</b>                           | <b>Name of Entity and/or Affiliate of Entity that was a Former McDermott Client</b> |
|--|---|
| BlackRock, Inc.  | New Mountain, <i>et al.</i>   |
| CGCMT 2006-C4 - 5522 Shaffer Rd LLC                      | Bellucci, Richard & Eleanor   |
| DKR Investments L.L.C.; DKR Investments LLC              | DKR Capital Inc.  |
| FMR LLC  | Nuveen Investments; Coded Capital Management AG; The PNC Financial Services Group   |
| Guggenheim Securities, LLC                               | Franklin Monroe   |
| JPMCC 2016-JP4 Knights Road LLC                          | HPS Investment Partners, LLC; J.P. Morgan Trust Company                             |
| Mitsubishi HC Capital America                            | Mitsubishi UFJ Morgan Stanley Securities Co Ltd.                                    |
| PNC Bank, National Association; PNC BANK                 | The PNC Financial Services Group  |
| PPL Electric Utilities/419054                            | New Mountain, <i>et al.</i>   |
| Travelers Casualty and Surety Company of America         | Tishman Speyer/Travelers Real Estate Venture L.P.                                   |
| United States of America                                 | New Mountain, <i>et al.</i>   |
| Wells Fargo Bank; Wells Fargo Bank, National Association | Alberta Investment Management Corporation; Pasadena CLO Ltd.                        |

---

<sup>1</sup> The term “former client” means a client to whom time was posted between 12 and 36 months preceding September 24, 2024, the date that the Committee selected McDermott as its proposed counsel, but for whom no time has been posted in the 12 months preceding September 24, 2024.